

CRAVATH, SWAINE & MOORE

RECORDATION NO. 11059-F
Filed 1473

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

NOV 17 1980-9 22 AM
INTERSTATE COMMERCE COMMISSION

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TELEX

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WUD 125547
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CABLE ADDRESSES

CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

No. 1 NOV 17 1980

Date.....

Fee \$..20.00

ICC Washington, D. C.

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ROBERT F. MULLEN
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MAX R. SHULMAN
WILLIAM P. DICKEY
STUART W. GOLD
JOHN W. WHITE
JOHN E. BEERBOWER

November 7, 1980

Badische Corporation

Lease Financing Dated as of January 1, 1980

Amendment Agreement Dated as of November 1, 1980

[CS&M Ref.: 2097-022]

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303(a) and the Commission's rules and regulations thereunder, I enclose herewith on behalf of Badische Corporation, for filing as an additional filing under recordation number 11059, counterparts of the following document:

Amendment Agreement dated as of November 1, 1980, among The Connecticut Bank and Trust Company as Owner Trustee, Badische Corporation and John Hancock Mutual Life Insurance Company.

Please cross-index the Amendment Agreement with the filings under recordation number 11602.

The names and addresses of the parties to the aforementioned Agreement are as follows:

(1) Owner Trustee-Lessor:

The Connecticut Bank and Trust Company
One Constitution Plaza
Hartford, Connecticut 06115

NOV 16 9 28 PM '80

Ms. Lee -
I think this
one may be
11059-F, but
please double
check -
Thanks -

Cross
index

Carroll Sheppard
Edward J. Dolan

(2) Lessee:

Badische Corporation
Drawer D
Williamsburg, Virginia 23185

(3) Secured Party-Assignee:

John Hancock Mutual Life Insurance Company
John Hancock Place
P.O. Box 111
Boston, Massachusetts 02117

Please file the Amendment Agreement referred to in this letter and index it under the names of the Owner Trustee-Lessor, the Lessee and the Secured Party-Assignee.

The equipment covered by the aforementioned document consists of the following:

7 30,000 gallon general purpose tank cars equipped with 100-ton roller bearing trucks; AAR Mechanical Designation TM; bearing identifying numbers DBCX 241-DBCX 247 both inclusive; and

25 20,000 gallon general purpose tank cars equipped with 100-ton roller bearing trucks; AAR Mechanical Designation TM; bearing identifying number DBCX 216-DBCX 240, both inclusive.

There is also enclosed a check for \$20 for the required recordation fee and cross-indexing fee.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instruments for your files. It is requested that the remaining counterparts be delivered to the bearer of this letter.

Very truly yours,



Roger D. Turner,
As Agent for Badische Corporation

Ms. Agatha L. Mergenovich, Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

9N

Interstate Commerce Commission
Washington, D.C. 20423

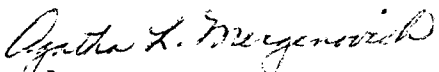
OFFICE OF THE SECRETARY

Roger D. Turner
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, New York 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/17/80 at 9:35AM, and assigned re-recording number(s). 11059-F

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

NOV 17 1980-9 25 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of November 1, 1980, among BADISCHE CORPORATION ("Lessee"), THE CONNECTICUT BANK AND TRUST COMPANY, not individually but solely as owner trustee ("Owner Trustee"), and JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY ("Secured Party").

WHEREAS the Owner Trustee and the Secured Party have entered into a Security Agreement dated as of January 1, 1980 ("Security Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on March 25, 1980, at 10:30 a.m. under recordation number 11602.

WHEREAS the Owner Trustee and the Lessee have entered into an Amended and Restated Lease Agreement dated as of November 1, 1979 ("Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on March 25, 1980, at 10:30 a.m. under recordation number 11059-D.

WHEREAS the Owner Trustee and the Secured Party have entered into an Assignment of Lease and Agreement dated as of January 1, 1980 ("Lease Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. on March 25, 1980, at 10:30 a.m. under recordation number 11059-E.

WHEREAS the parties hereto have agreed, subject to the terms and conditions hereof, to amend the Security Agreement and the Lease as hereinafter provided.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Part B of Schedule A to the Security Agreement is hereby amended and restated in its entirety as shown in Exhibit A hereto.

2. The definition of "Manufacturer" in Section 1 of the Lease is hereby amended to read as follows:

"Manufacturers' shall mean (i) ACF Industries Incorporated, a New Jersey corporation and (ii) North American Car Corporation, a Delaware corporation."

3. Part B of Schedule I to the Lease is hereby amended and restated in its entirety as shown in Exhibit B hereto.

4. The Lease Assignment is hereby amended to permit the aforesaid amendment to the Lease as though originally set forth therein.

5. The Lessee will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Section 29 of the Lease.

6. Except as amended hereby the Security Agreement, the Lease and the Lease Assignment shall remain unaltered and in full force and effect.

7. The terms of this Amendment Agreement and all rights and obligations hereunder shall be governed by and construed in accordance with the laws of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. § 11303.

8. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

BADISCHE CORPORATION,

by

H. H. Kopper
President

[Corporate Seal]

Attest:

M. J. Morrison
Assistant Secretary

MWP
/K

THE CONNECTICUT BANK AND TRUST
COMPANY, not individually but
solely as Owner Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

JOHN HANCOCK MUTUAL LIFE
INSURANCE COMPANY,

by

[Seal]

Attest:

Assistant Secretary

COMMONWEALTH OF VIRGINIA,)
) ss.:
 COUNTY OF JAMES CITY,)

On this 10th day of November 1980, before me personally appeared H. H. KOPPER, to me personally known, who being by me duly sworn, says that he is PRESIDENT of BADISCHE CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

N. Woodrow Pusey
 Notary Public

[Notarial Seal]

My Commission Expires April 28, 1982.

STATE OF CONNECTICUT,)
) ss.:
 COUNTY OF HARTFORD,)

On this _____ day of November 1980, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instruments is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

COMMONWEALTH OF MASSACHUSETTS,)
) ss.:
 COUNTY OF SUFFOLK,)

On this day of November 1980, before me
 personally appeared , to me
 personally known, who being by me duly sworn, says that he
 is of JOHN HANCOCK MUTUAL LIFE
 INSURANCE COMPANY, that one of the seals affixed to the
 foregoing instrument is the corporate seal of said Corporation
 and that said instrument was signed and sealed on behalf of
 said Corporation by authority of its Board of Directors and
 he acknowledged that the execution of the foregoing instrument
 was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

SCHEDULE A (continued)

<u>Manufacturer</u>	<u>Number of Items</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Time of Delivery</u>	<u>AAR Mechanical Designation</u>	<u>AAR Car Type Code</u>
B. <u>Equipment to be delivered after December 31, 1979:</u>						
ACF Industries Incorporated	12	5,250 cubic foot center-flow covered hopper cars equipped with 100-ton roller-bearing trucks and 20-inch diameter Knapp hatches. Also equipped with No. 5130 outlets with 5 psi in transit features; for the transportation of polycaprolactum pellets.	DBCX 322 through 333, inclusive	2nd quarter 1980 (estimated)	LO	L-354 ✓
North American Car Corporation	7	DOT 111A100W-1 30,000 gallon general purpose railroad tank cars equipped with 100-ton roller-bearing trucks; for the transportation of industrial alcohols.	DBCX 241 through 247, inclusive	4th quarter 1980	TM	T-108
North American Car Corporation	25	DOT 111A100W-1 20,000 gallon general purpose railroad tank cars equipped with 100-ton roller-bearing trucks; for the transportation of industrial alcohols.	DBCX 216 through 240, inclusive	4th quarter 1980	TM	T-105

AMENDMENT AGREEMENT dated as of November 1, 1980, among BADISCHE CORPORATION ("Lessee"), THE CONNECTICUT BANK AND TRUST COMPANY, not individually but solely as owner trustee ("Owner Trustee"), and JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY ("Secured Party").

WHEREAS the Owner Trustee and the Secured Party have entered into a Security Agreement dated as of January 1, 1980 ("Security Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on March 25, 1980, at 10:30 a.m. under recordation number 11602.

WHEREAS the Owner Trustee and the Lessee have entered into an Amended and Restated Lease Agreement dated as of November 1, 1979 ("Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on March 25, 1980, at 10:30 a.m. under recordation number 11059-D.

WHEREAS the Owner Trustee and the Secured Party have entered into an Assignment of Lease and Agreement dated as of January 1, 1980 ("Lease Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. on March 25, 1980, at 10:30 a.m. under recordation number 11059-E.

WHEREAS the parties hereto have agreed, subject to the terms and conditions hereof, to amend the Security Agreement and the Lease as hereinafter provided.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Part B of Schedule A to the Security Agreement is hereby amended and restated in its entirety as shown in Exhibit A hereto.

2. The definition of "Manufacturer" in Section 1 of the Lease is hereby amended to read as follows:

"'Manufacturers' shall mean (i) ACF Industries Incorporated, a New Jersey corporation and (ii) North American Car Corporation, a Delaware corporation."

3. Part B of Schedule I to the Lease is hereby amended and restated in its entirety as shown in Exhibit B hereto.

4. The Lease Assignment is hereby amended to permit the aforesaid amendment to the Lease as though originally set forth therein.

5. The Lessee will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Section 29 of the Lease.

6. Except as amended hereby the Security Agreement, the Lease and the Lease Assignment shall remain unaltered and in full force and effect.

7. The terms of this Amendment Agreement and all rights and obligations hereunder shall be governed by and construed in accordance with the laws of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. § 11303.

8. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

BADISCHE CORPORATION,

by

President

[Corporate Seal]

Attest:

Assistant Secretary

THE CONNECTICUT BANK AND TRUST
COMPANY, not individually but
solely as Owner Trustee,

by



Authorized Officer

[Corporate Seal]

Attest:



Authorized Officer

JOHN HANCOCK MUTUAL LIFE
INSURANCE COMPANY,

by

[Seal]

Attest:

Assistant Secretary

COMMONWEALTH OF VIRGINIA,)
) ss.:
COUNTY OF JAMES CITY,)

On this day of November 1980, before me personally appeared , to me personally known, who being by me duly sworn, says that he is of BADISCHE CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

STATE OF CONNECTICUT,)
) ss.:
COUNTY OF HARTFORD,)

On this 5th day of November 1980, before me personally appeared **DONALD E. SMITH**, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instruments is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Carol Lee Shattuck
Notary Public

[Notarial Seal]

My Commission Expires

CAROL LEE SHATTUCK
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1985

COMMONWEALTH OF MASSACHUSETTS,) ss.:
COUNTY OF SUFFOLK,)

On this day of November 1980, before me personally appeared , to me personally known, who being by me duly sworn, says that he is of JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

"SCHEDULE A (continued)

<u>Manufacturer</u>	<u>Number of Items</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Time of Delivery</u>	<u>AAR Mechanical Designation</u>	<u>AAR Car Type Code</u>
B. <u>Equipment to be delivered after December 31, 1979:</u>						
ACF Industries Incorporated	12	5,250 cubic foot center- flow covered hopper cars equipped with 100-ton roller-bearing trucks and 20-inch diameter Knapp hatches. Also equipped with No. 5130 outlets with 5 psi in transit features; for the trans- portation of poly- caprolactum pellets.	DBCX 322 through 333, inclusive	2nd quarter 1980 (esti- mated)	LO	L-354
North American Car Corporation	7	DOT 111A100W-1 30,000 gallon general purpose railroad tank cars equipped with 100-ton roller-bearing trucks; for the transporta- tion of industrial alcohols.	DBCX 241 through 247, inclusive	4th quarter 1980	TM	T-108
North American Car Corporation	25	DOT 111A100W-1 20,000 gallon general purpose railroad tank cars equipped with 100-ton roller-bearing trucks; for the transportation of industrial alcohols.	DBCX 216 through 240, inclusive	4th quarter 1980	TM	T-105

SCHEDULE I (continued)

<u>Manufacturer</u>	<u>Number of Items</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Time of Delivery</u>	<u>AAR Mechanical Designation</u>	<u>AAR Car Type Code</u>
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ACF Industries Incorporated	12	5,250 cubic foot center-flow covered hopper cars equipped with 100-ton roller-bearing trucks and 20-inch diameter Knapp hatches. Also equipped with No. 5130 outlets with 5 psi in transit features; for the transportation of polycaprolactum pellets.	DBCX 322 through 333, inclusive	2nd quarter 1980 (estimated)	LO	L-354
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AMENDMENT AGREEMENT dated as of November 1, 1980, among BADISCHE CORPORATION ("Lessee"), THE CONNECTICUT BANK AND TRUST COMPANY, not individually but solely as owner trustee ("Owner Trustee"), and JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY ("Secured Party").

WHEREAS the Owner Trustee and the Secured Party have entered into a Security Agreement dated as of January 1, 1980 ("Security Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on March 25, 1980, at 10:30 a.m. under recordation number 11602.

WHEREAS the Owner Trustee and the Lessee have entered into an Amended and Restated Lease Agreement dated as of November 1, 1979 ("Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on March 25, 1980, at 10:30 a.m. under recordation number 11059-D.

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WHEREAS the parties hereto have agreed, subject to the terms and conditions hereof, to amend the Security Agreement and the Lease as hereinafter provided.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Part B of Schedule A to the Security Agreement is hereby amended and restated in its entirety as shown in Exhibit A hereto.

2. The definition of "Manufacturer" in Section 1 of the Lease is hereby amended to read as follows:

"'Manufacturers' shall mean (i) ACF Industries Incorporated, a New Jersey corporation and (ii) North American Car Corporation, a Delaware corporation."

3. Part B of Schedule I to the Lease is hereby amended and restated in its entirety as shown in Exhibit B hereto.

4. The Lease Assignment is hereby amended to permit the aforesaid amendment to the Lease as though originally set forth therein.

5. The Lessee will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Section 29 of the Lease.

6. Except as amended hereby the Security Agreement, the Lease and the Lease Assignment shall remain unaltered and in full force and effect.

7. The terms of this Amendment Agreement and all rights and obligations hereunder shall be governed by and construed in accordance with the laws of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. § 11303.

8. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

BADISCHE CORPORATION,

by

President

[Corporate Seal]

Attest:

Assistant Secretary

THE CONNECTICUT BANK AND TRUST
COMPANY, not individually but
solely as Owner Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

JOHN HANCOCK MUTUAL LIFE
INSURANCE COMPANY,

by

Q. Brooks Zug
Senior Investment Officer

[Seal]

Attest:

Robert B. [Signature]
Assistant Secretary

COMMONWEALTH OF VIRGINIA,)
) ss.:
 COUNTY OF JAMES CITY,)

On this day of November 1980, before me personally appeared , to me personally known, who being by me duly sworn, says that he is of BADISCHE CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

STATE OF CONNECTICUT,)
) ss.:
 COUNTY OF HARTFORD,)

On this day of November 1980, before me personally appeared , to me personally known, who being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instruments is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

COMMONWEALTH OF MASSACHUSETTS,)
) ss.:
 COUNTY OF SUFFOLK,)

On this 6th day of November 1980, before me personally appeared *D. Brooks Zug*, to me personally known, who being by me duly sworn, says that he is *Senior Investment Officer* of JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Winifred A. Knight

 Notary Public

[Notarial Seal]

My Commission Expires *August 15, 1986*

SCHEDULE A (continued)

<u>Manufacturer</u>	<u>Number of Items</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Time of Delivery</u>	<u>AAR Mechanical Designation</u>	<u>AAR Car Type Code</u>
B. <u>Equipment to be delivered after December 31, 1979:</u>						
ACF Industries Incorporated	12	5,250 cubic foot center-flow covered hopper cars equipped with 100-ton roller-bearing trucks and 20-inch diameter Knapp hatches. Also equipped with No. 5130 outlets with 5 psi in transit features; for the transportation of polycaprolactum pellets.	DBCX 322 through 333, inclusive	2nd quarter 1980 (estimated)	LO	L-354
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SCHEDULE I (continued)

<u>Manufacturer</u>	<u>Number of Items</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Time of Delivery</u>	<u>AAR Mechanical Designation</u>	<u>AAR Car Type Code</u>
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